

1382125

FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



07040772

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response:	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE  
Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

TD HAWKS NO. 1, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)  
18281 Lemon Drive, Yorba Linda, California 92886

Telephone Number (Including Area Code)  
(714) 779-9897

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Participation in an oil and gas well

Type of Business Organization

☐ corporation

☒ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

THOMSON  
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated  
1 1 0 4

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☒ CA

GENERAL INSTRUCTIONS

Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where To File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

WMM

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

TD and Associates, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 Lemon Drive, Yorba Linda, California 92886

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Timpe, Dennis

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 Lemon Drive, Yorba Linda, California 92886

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## A. BASIC IDENTIFICATION DATA

### FORM D

**Issuer: TD Hawks No. 1, L.P.**

#### General Partners

John E. Austin 763 Holly Oak Dr. Palo Alto, CA 94303	Muriel Brown, Trustee The Brown 1998 Living Trust dated 3/20/98 819 Toyon Way Redwood City, CA 94062	William Muller Revocable Trust 3820 225 <sup>th</sup> Ave. Spencer, IA 51301
Seaborn Family Living Trust 6638 Carlton Blvd. Oakland, CA 94611	James DiCarlo P.O. Box 460550 San Francisco, CA 94146	Brandon Cole 1219 W. Industrial Dr. Nampa, ID 83687
Walter Guillory Jr. 1543 Cedar Flat Rd. Williams, OR 97544	Charles A. Hickmann 1830 Werner Drive Alva, FL 33920	WG Pluekhahn 9328 W. Pebble Brook Ln. Boise, ID 83714
Duane Anderson 1605 Sandalwood St. Costa Mesa, CA 92626	Kenneth Mork 3978 Nordica Court San Jose, CA 95124	Michael Endres Trust 300 S. Riverside Suite D St. Clair, MI 48079
Daniel and Ruth Freund 102 Fawn Ln. Elgin, IL 60120	Roger Daily 911 Fulton Ave. Winthrop Harbor, IL 60096	Harvey Murdock 4317 So. 1230 West #10-C Taylorsville, UT 84123
Constance Sheely 8015 Webster Lambertville, MI 48144	Leon E. Bloch, Jr., Trustee FBO Leon E. Bloch, Jr. Revocable Trust dated 9/14/87 414 West 58 <sup>th</sup> St. Kansas City, MO 64113	Alfred Dennis Alleman 619 Summit Ridge Dr. The Dalles, OR 97058
Keith Somers 1357 Jennings Rd. Statesville, NC 28625	Gary Lee 866 Mountridge Ct. Las Vegas, NV 89110	Gerald Stalick 3010 Meadow Dr. Casper, WY 82604
Keith Hudson, Trustee Kanda Trust 8521 Carlton Oaks Dr. Santee, CA 92071	Edward Newman 2169 Mabry Dr. Sacramento, CA 95835	Robert Becker 850 E. Thompson St. Princeton, IL 61356
Alan and Billie Ruth Schlank 4019 N River Street Arlington, VA 22207	Paul Homan HC 75 Box 36 New Creek, WV 26743	Wm. Terry and Carolyn Fuldner 442 Admiral Court Destin, FL 32541
Michael and Rhona Stein 12120 Velvet Hill Drive Owings Mills, MD 21117	Bruce Rucker P.O. Box 336 Mecca, CA 92254	Carolyn Fuldner 442 Admiral Court Destin, FL 32541
Rick Flanigan 4408 SW 35 <sup>th</sup> Ave. Ft. Lauderdale, FL 33312	Thomas and Jean Whittle 141 Valley View Galesburg, IL 61401	Kermit Lang P.O. Box 247 Trabuco Canyon, CA 92678
Jay Dean Muller 309 N. 7 <sup>th</sup> St. Estherville, IA 51334	Rosemary Berntson, Trustee Rosemary E.S. Berntson Trust 48 Oriole Ave. Providence, RI 02906	Barbara McDonald Trustee 722 Hickman Dr. Millville, DE 19970

Linda Bonsell  
PO Box 16048  
Las Cruces, NM 88004

Caline and Joshua Bruyn  
1053 Sehome Ave.  
Bellingham, WA 98229

Douglas Cooper  
1722 Country Club Ln.  
Marshalltown, IA 50158

Robert Norsen  
9616 Fauntleroy Way  
Seattle, WA 98136

Gail MacNamara  
6399 Coral Flower Ct.  
Las Vegas, NV 89141

John and Shirley Straubhar  
5197 E. Softwood Dr.  
Boise, ID 83716

Gerald and Dorothea Campbell  
Trust  
14082 Toma Ln.  
Pine Grove, CA 95645

Frederick Francis  
3180 Sides Rd.  
Winston-Salem, NC 27127

Jeffrey and Tamara Roberts  
17075 Pfeifer Way  
Perris, CA 92570

Marion Ayler  
512 S. Autumn Lane  
Pueblo West, CO 81007

D.D.S. Group L.L.C.  
9030 W. Sahara #166  
Las Vegas, NV 89117

Ralph Braskett  
26 Rockview Ave. #3  
N. Plainfield, NJ 07060

Hans A. Kahn, Trustee  
2 Josie Ln.  
Asheville, NC 28804

Glenn and Diana McCutchen  
10695 Linden St.  
Bloomington, CA 92316

Equity Trust Co. FBO Alfred Turski  
PO Box 1529  
Elyria, OH 44036

Todd and Linda Duncan  
214 West Summit St.  
Wilton, IA 52778

Terrell and Clara Hansen  
9604 E. Plana Avenue  
Mesa, AZ 85212

The F. Paul Muller Trust  
P.O. Box 383  
Louisville, CO 80027

Charlotte Plueckhahn  
2801 Hillway  
Boise, ID 83702

Warren and Judi Holmes  
3196 Halyard Wy.  
Elk Grove, CA 95758

Roland and Nancy Latham  
2309 Lincoln Ave.  
Moore, OK 73160

David McLeod  
650 Montgomery Ln.  
Port Ludlow, WA 98365

William and Doris Whitney  
20181 Almaden Rd.  
San Jose, CA 95120

Kennie and Sharon Ellis  
147 Willow Creek Rd.  
Sanford, NC 27330

Equity Trust Co. FBO Sue Hicks  
PO Box 1529  
Elyria, OH 44036

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... ☒ Yes ☐ No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$ 7,500.00

3. Does the offering permit joint ownership of a single unit? ..... ☒ Yes ☐ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ .....	\$ .....
Equity .....	\$ .....	\$ .....
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ 750,000.00	\$ 742,500.00
Other (Specify: .....) .....	\$ .....	\$ .....
Total .....	\$ 750,000.00	\$ 742,500.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	53	\$ 667,500.00
Non-accredited Investors .....	9	\$ 75,000.00
Total (for filings under Rule 504 only) .....		\$ .....

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$ .....
Regulation A .....		\$ .....
Rule 504 .....		\$ .....
Total .....		\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ .....
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ .....
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 5,000.00
Engineering Fees .....	<input type="checkbox"/>	\$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ .....
Other Expenses (identify) .....	<input type="checkbox"/>	\$ .....
Total .....	<input type="checkbox"/>	\$ 15,000.00

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 735,000.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Drill and complete well</u> .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 595,600.00
Management fees .....	<input checked="" type="checkbox"/> \$ 139,400.00	<input type="checkbox"/> \$
Column Totals .....	<input checked="" type="checkbox"/> \$ 139,400.00	<input checked="" type="checkbox"/> \$ 595,600.00
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 735,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) TD HAWKS NO. 1, L.P.	Signature <i>Dennis Timpe</i>	Date 12/18/06
Name of Signer (Print or Type) Dennis Timpe	Title of Signer (Print or Type) President of Managing General Partner	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)